

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u>	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF MISSISSIPPI                     )  
  )  
COUNTY OF HINDS                        )

R. Pepper Crutcher, Jr., being duly sworn, deposes and says:

1. I am a principal of Balch & Bingham LP ("BALCH & BINGHAM LLP") which firm maintains offices at 1701 Sixth Avenue North, Birmingham, Alabama 35203-2015; 1901 Sixth Avenue North, Suite 2600, Birmingham, Alabama 35203-4644; 105 Tallapoosa Street, Suite 200, Montgomery, Alabama 36104; 655 Gallatin Street, Huntsville, Alabama 35801-4936; 14 Piedmont Center, Suite 1100, 3535 Piedmont Road, Atlanta, Georgia 30305-4612; 1310 Twenty Fifth Avenue, Gulfport, Mississippi 39501-1931; 401 E. Capitol Street, Suite 200, Jackson, Mississippi 39201; and 1275 Pennsylvania Avenue, NW, Tenth Floor, Washington, D.C. 20004-2411.

2. Neither I, R. Pepper Crutcher, Jr., nor any partner, auditor or other member of Balch & Bingham LLP, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. a. R. Pepper Crutcher, Jr., has represented and advised Delphi Automotive Systems, LLC in defense of the suit styled *Martin L. Shaw v. General Motors Corporation, Earl McKay, Inc., Delphi Automotive Systems, LLC, and John Does 1-5*, in the Circuit Court of Montgomery County, Mississippi, bearing Civil Action No. 2003-0051CV-M;

b. Steven F. Casey has represented and advised Delphi Automotive, LLC in defense of the suit styled *Steve Partridge, Shane Ellison, John Butson, Owens Plating Co, BEP Development, L.L.C. v. Delphi Corporation, Et Al.*, in the Circuit Court of Etowah County, Alabama, bearing Civil Action No. 04-1037;

c. Paul J. Delcambre, Jr. has advised creditor Mississippi Power Company concerning its prepetition claim for electrical service;

d. Eric T. Ray has appeared in this bankruptcy proceeding as counsel for creditor Alabama Power Company;

4. The Debtors have requested, and Balch & Bingham, LLP has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to matters 3a and 3b above.

5. Balch & Bingham LLP's current fee arrangement is, with respect to the matters referenced in preceding paragraph 3 –

3a: \$29,144.70 is currently due. The hourly rate for R. Pepper Crutcher, Jr. (Partner) is \$216.00. The hourly rate for Tara P. Ellis (Associate) is \$126.00. The hourly rate for Susan Butler (Paralegal) is \$85.50.

3b: \$192.50 is currently due. The hourly rate for Steven F. Casey (Partner) is \$250.00. The hourly rate for Christopher L. Yeilding (Associate) is \$190.00. The hourly rate for a paralegal is \$95.00.

6. Except as set forth herein, no promises have been received by Balch & Bingham, LLP or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

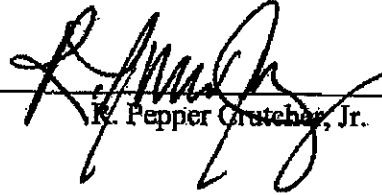
7. Balch & Bingham, LLP has no agreement with any entity to share with such entity any compensation received by Delphi Automotive Systems, LLC.

8. Balch & Bingham, LLP and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Balch & Bingham, LLP does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates, except as noted in the preceding paragraph 3.

9. Neither I, Balch & Bingham, LLP, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Balch & Bingham, LLP is to be engaged.

10. The foregoing constitutes the statement of Balch & Bingham, LLP pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

  
R. Pepper Gratchey, Jr.

Subscribed and sworn before me:  
this 21 day of February, 2006

  
Notary Public

MISSISSIPPI STATE NOTARY PUBLIC  
MY COMMISSION EXPIRES JAN. 27, 2008  
BONDED TO STATE NOTARY SERVICE

CERTIFICATE OF SERVICE

Christie L. Dowling, Esq., hereby certifies that on February 23, 2006, served a copy of the Affidavit of Legal Ordinary Course Professional, upon the following interested parties via first class mail:

Delphi Corporation  
Attention: General Counsel  
5725 Delphi Drive  
Troy, MI 48098  
U.S.A.

Latham & Watkins  
Attention: Mark A. Broude, Esq.  
885 Third Avenue  
New York, N.Y. 10022  
U.S.A.

Skadden, Arps, Slate, Meagher & Flom  
Attention: John W. Butler, Jr., Esq.  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606  
U.S.A.

Simpson Thacher & Bartlett LLP  
Attention: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

United States Trustee  
Attention: Alicia M. Leonhard, Esq.  
33 Whitehall Street  
Suite 2100  
New York, N.Y. 10044  
U.S.A.

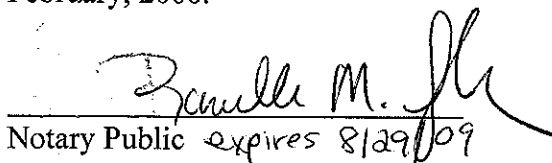
Davis Polk & Wardwell  
Attention: Marlane Melican, Esq.  
450 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

Dated: February 23, 2006



Christie L. Dowling, Esq.  
Balch & Bingham LLP  
P.O. Box 306  
Birmingham, AL 35203-0306  
Telephone (205) 251-8100  
Facsimile (205) 226-8799  
cdowling@balch.com

Sworn before me this 23<sup>rd</sup> day of  
February, 2006.

  
Notary Public expires 8/29/09